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12 UNITED STATES DISTRICT COURT

13 NORTHERN DISTRICT OF CALIFORNIA

14 SAN FRANCISCO DIVISION

15  
16 SECURITIES AND EXCHANGE  
COMMISSION,

17 Applicant,

18 v.

19 ELON MUSK,

20 Respondent.

Case No. 3:23-mc-80253-LB

**DECLARATION OF ALEX SPIRO IN  
SUPPORT OF ELON MUSK'S MOTION  
FOR ADMINISTRATIVE RELIEF TO  
CLARIFY THE COURT'S FEBRUARY 10  
RULING COMPELLING COMPLIANCE  
WITH ADMINISTRATIVE SUBPOENA**

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22 **DECLARATION OF ALEX SPIRO**

23 I, Alex Spiro, declare as follows:

24 1. I am an attorney at the law firm Quinn Emanuel Urquhart & Sullivan, LLP. I submit  
25 this declaration in support of Mr. Musk's Administrative Motion to Clarify the Court's February 10  
26 Ruling. The matters in this declaration are based on my personal knowledge and my review of the  
27 filings in this case.  
28

1           2.       On February 10, 2024, the Court granted the Securities and Exchange Commission  
2 (SEC)'s application for an order compelling compliance with an administrative subpoena. Dkt. No.  
3 37. The Court's ruling rejected Mr. Musk's arguments on the merits and stated that the "parties  
4 must confer within one week and settle on a date and location for the testimony." *Id.* at 2.

5           3.       On February 12, 2014, counsel for the SEC (Mr. Robin Andrews) sent me a letter  
6 regarding potential dates and locations for the testimony. I responded that, because this Court's  
7 ruling operates as a report and recommendation, the ruling is not binding and conferring on the date  
8 and location for the testimony would not be required until (at the earliest) the district court ruled on  
9 Mr. Musk's forthcoming objections.

10          4.       In subsequent correspondence, the SEC did not dispute that the Court's ruling  
11 operates as a nonbinding report and recommendation, but the SEC took the position that the Court's  
12 direction that the parties confer on a testimony date and location is binding at this time.

13          5.       I explained that Mr. Musk would file an administrative motion requesting that the  
14 Court clarify that its ruling is a nonbinding report and recommendation. Mr. Andrews stated that  
15 the SEC did not believe such a motion is necessary and would not stipulate to its filing.

16          6.       Accordingly, a stipulation could not be obtained on Mr. Musk's Motion to Clarify.

17       I declare, under penalty of perjury, that the foregoing is true and correct to the best of my  
18 knowledge and belief.

19       Executed in New York, New York, on February 15, 2024.

20  
21 Dated: February 15, 2024

QUINN EMANUEL URQUHART &  
SULLIVAN, LLP

22  
23 By: /s/ Alex Spiro  
Alex Spiro

24 *Attorney for Elon Musk*  
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